FORM D JUN 12 2006

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION **OMB APPROVAL**

OMB Number:

3235-0076

Expires:

April 30, 2008 Estimated average burden

hours per response.. . 16,00

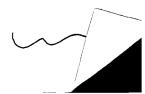


	06039196
Name of Offering (check if this is an amendment and name has changed, and indicate change.) USA 615 North 48th Street, LLC	00039190
Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☐ Rule 5 Type of Filing: ☐ New Filing ☐ Amendment	506 Section 446) DULOE PROCESSED
A. BASIC IDENTIFICATION DATA	
Enter the information requested about the issuer	JUN 1 5 2008
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)	\$ 6000
USA 615 North 48th Street, LLC	
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Ares Code)
111 Corporate Drive, Suite 210, Ladera Ranch, CA 92694	(877) 872-1031
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)
Brief Description of Business The acquisition, management and sale of undivided tenant-in-common interests in re-	eal property.
Type of Business Organization	
corporation limited partnership, already formed	☑ other(please specify):Limited Liability Company
□ business trust □ limited partnership, to be formed	The state of the s
Actual or Estimated Date of Incorporation or Organization: Month Year	☑ Actual ☐ Estimated
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for CN for Canada: FN for other foreign jurisdiction)	for State: DE
GENERAL INSTRUCTIONS	
Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Reg 15 U.S.C. 77d(6).	gulation D or Section 4(6), 17 CFR 230.501 et seq. or
When to File: A notice must be filed no later than 15 days after the first sale of securities in the off Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at t after the date on which it is due, on the date it was mailed by United States registered or certified m	the address given below or, if received at that address
Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.	.C. 20549
Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be must be photocopies of the manually signed copy or bear typed or printed signatures.	manually signed. Any copies not manually signed
Information Required: A new filing must contain all information requested. Amendments need on changes thereto, the information requested in Part C, and any material changes from the informatio Appendix need not be filed with the SEC.	
Filing Fee: There is no federal filing fee.	
State:	
This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with a are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim accompany this form. This notice shall be filed in the appropriate states in accordance with state lathis notice and must be completed.	the Securities Administrator in each state where sales a for the exemption, a fee in the proper amount shall
ATTENTION	
Failure to file notice in the appropriate states will not result in a loss of the federal appropriate federal notice will not result in a loss of an available state exemption unfilling of a federal notice.	

SEC 1972 (5-05)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

1 of 9



A. BASIC IDENTIFICATION DATA 2. Enter the information requested for the following: • Each promoter of the issuer, if the issuer has been organized within the past five years; · Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the · Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and · Each general and managing partner of partnership issuers. ☐ Executive Officer ☐ Director ☐ General and/or □ Promoter Check Box(es) that Apply: ☐ Beneficial Owner Managing Partner Full Name (Last name first, if individual) U.S. Commercial, LLC Business or Residence Address (Number and Street, City, State, Zip Code) 111 Corporate Drive, Suite 210, Ladera Ranch, California 92694 Check Box(es) that Apply: ☑ Promoter Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) CB Richard Ellis Investors/U.S. Advisor, LLC Business or Residence Address (Number and Street, City, State, Zip Code) Five Financial Plaza, Suite 105, Napa, CA 94558 Check Box(es) that Apply: ☐ Beneficial Owner ☐ Executive Officer ☐ Director General and/or Managing Partner Full Name (Last name first, if individual) CB Richard Ellis Investors, L.L.C. Business or Residence Address (Number and Street, City, State, Zip Code) 865 S. Figueroa Street, Suite 3500, Los Angeles, CA 90017 Check Box(es) that Apply: □ Promoter ■ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) U.S. Advisor, LLC Business or Residence Address (Number and Street, City, State, Zip Code) Five Financial Plaza, Suite 105, Napa, CA 94558 ☐ Executive Officer Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: □ Promoter ☐ Beneficial Owner □ Executive Officer Director ☐ General and/or Managing Partner Full Name (Last name first, if individual)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

Executive Officer

Beneficial Owner

General and/or

Managing Partner

□ Director

Business or Residence Address (Number and Street, City, State, Zip Code)

Business or Residence Address (Number and Street, City, State, Zip Code)

Promoter

Check Box(es) that Apply:

Full Name (Last name first, if individual)

				В.	INFORMA	ΓΙΟΝ ABOU	T OFFERI	NG			·	
-											Yes	No
1. Has th	e issuer sol	d, or does t	he issuer in	tend to sell,	to non-accre	dited investo	ors in this o	ffering?		······································		\boxtimes
				Answer also	o in Appendi	x, Column 2	2, if filing u	nder ULOE	•			
2. What	is the minin	num invest	ment that w	ill be accept	ed from any	individual?			••••••••	•••••••	\$ 924,770	<u>0</u> *
3. Does (the offering	permit joir	nt ownershi	p of a single	unit?					•••••	Yes ⊠	No
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^{*} A smaller amount may be accepted by the company, in its sole discretion.

											Yes	No
1. Has the	e issuer solo	d, or does t	the issuer in	tend to sell,	to non-accre	dited investo	ors in this o	ffering?				\boxtimes
				Answer als	o in Appendi	ix, Column	2, if filing u	nder ULOE	•			
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3. Does t	ne oriering	permit joi	nt ownersni	p of a single	unit?	••••••				•••••	\boxtimes	
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^{3.2} of 9 * A smaller amount may be accepted by the company, in its sole discretion.

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?
2. What is the minimum investment that will be accepted from any individual? Yes No 3. Does the offering permit joint ownership of a single unit? Yes No 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer only. Full Name (Last name first, if individual) Wood, Grant Michael Business or Residence Address (Number and Street, City, State, Zip Code) 1850 Mt. Diablo Blvd., Suite 540, Walnut Creek, CA 94596 Name of Associated Broker or Dealer Sigma Financial Corporation States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States).
3. Does the offering permit joint ownership of a single unit?
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or a gent of a broker or dealer, you may set forth the information for that broker or dealer, you may set forth the information for that broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) Wood, Grant Michael Business or Residence Address (Number and Street, City, State, Zip Code) 1850 Mt. Diablo Blvd., Suite 540, Walnut Creek, CA 94596 Name of Associated Broker or Dealer Sigma Financial Corporation States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)
commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) Wood, Grant Michael Business or Residence Address (Number and Street, City, State, Zip Code) 1850 Mt. Diablo Blvd., Suits 540, Walnut Creek, CA 94596 Name of Associated Broker or Dealer Sigma Financial Corporation States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)
Business or Residence Address (Number and Street, City, State, Zip Code) 1850 Mt. Diablo Blvd., Suite 540, Walnut Creek, CA 94596
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RI SC SD TN TX [UT [VT [VA [WA [WV [WI [WY [PR] Full Name (Last name first, if individual) Mirner, Christian
Mirner, Christian Business or Residence Address (Number and Street, City, State, Zip Code) 1850 Mt. Diablo Blvd., 5th Floor, Walnut Creek, CA 94596 Name of Associated Broker or Dealer Sigma Financial Corporation States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)
Business or Residence Address (Number and Street, City, State, Zip Code) 1850 Mt. Diablo Blvd., 5th Floor, Walnut Creek, CA 94596 Name of Associated Broker or Dealer Sigma Financial Corporation States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)
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Full Name (Last name first, if individual)
Business or Residence Address (Number and Street, City, State, Zip Code) 889 Embarcadero Dr. Ste. 104, El Dorado Hills, CA 95762
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^{*} A smaller amount may be accepted by the company, in its sole discretion.

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1. Has the	e issuer sold	l, or does t	he issuer in		to non-accred						Yes	No
2. What i	s the minim	um investi	nent that w	ill be accept	ed from any i	ndividual?	***************************************	••••••	••••••		\$ 924,770)*
3. Does t	he offering	permit joir	nt ownership	o of a single	unit?	•••••				••••	Yes ⊠	No
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2. What i	s the minim	num investi	ment that w	ill be accept	ed from any	individual?				••••••	\$ 924,77	0*	
											Yes	No	
3. Does t	he offering	permit joir	nt ownership	o of a single	unit?		· ··· ······	••••••			×		
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^{*} A smaller amount may be accepted by the company, in its sole discretion.

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	Associated NI Brokera		Dealer									4
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^{*} A smaller amount may be accepted by the company, in its sole discretion.

1. Has th	ie issuer solo	l, or does t	he issuer int	tend to sell, t	o non-accred	ited investo	rs in this of	fering?			Yes	No ⊠
				Answer also	in Appendi	k, Column 2	, if filing w	nder ULOE		•		
2. What	is the minim	um investi	ment that wi	ill be accepte	d from any i	ndividual?				•••••	\$ 924,77	0*
3. Does	the offering	permit joir	nt ownership	of a single	unit?	***************************************					Yes ⊠	No
comma pers	ission or sin on to be list , list the nam	nilar remuned is an ass ne of the br	neration for sociated persocker or deal	solicitation of son or agent ler. If more t	has been or of purchasers of a broker of han five (5) por that broker	in connecti r dealer regi persons to be	on with sale stered with listed are	es of securit the SEC ar	ties in the o	ffering. If state or		
	ne (Last nam ola, Bryan	e first, if i	ndividual)									
Business	or Residence			nd Street, Cit ngton, DC 2	y, State, Zip 20016	Code)						
	Associated en L. Falk											
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)												States
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	f Associated NI Brokera		Dealer									
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^{*} A smaller amount may be accepted by the company, in its sole discretion.

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?														
A. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer fromce than five (5) persons to be listed are associated persons or such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) Kings and, Pau Business or Residence Address (Number and Street, City, State, Zip Code) 9115 S.W. Oleson Road, Ste. 103, Tigard, OR 97223 Name of Associated Broker or Dealer Money Concepts Capital Corp. States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States). [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [MI] [NI] [NI] [NI] [NI] [NI] [NI] [NI] [N	1. Has the	e issuer solo	d, or does t	he issuer int					= ,		· · · · · · · · · · · · · · · · · · ·			
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remunestion for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer from then five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer entry. Full Name (Last name first, if individual) Kingsland, Paul Business or Residence Address (Number and Street, City, State, Zip Code) 9115 S.W. Oleson Road, Ste. 103, Tigard, OR 97223 Name of Associated Broker or Dealer Money Concepts Capital Corp. States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual) States) [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [H] [ID] [M] [M] [M] [M] [M] [M] [M] [M] [M] [M	2. What i	s the minim	num invest	ment that wi	ill be accepte	ed from any i	ndividual?.			······	••••••	\$ 924,77	0*	
4. Enter the information requested for each person who has been or will be paid or given, directly, or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or adent or above or of dealer cylinary as a candro with a state or states, list the name of the broker or dealer. If more than five (3) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) Kingsland, Paul Business or Residence Address (Number and Street, City, State, Zip Code) 9115 S.W. Oleson Road, Ste. 103, Tigard, OR 97223 Name of Associated Broker or Dealer Money Concepts Capital Corp. States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)												Yes	No	
commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) Kingsland, Paul Business or Residence Address (Number and Street, City, State, Zip Code) 9115 S.W. Oleson Road, Ste. 103, Tigard, OR 97223 Name of Associated Broker or Dealer Money Concepts Capital Corp. States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [ID] [ID] [ID] [ID] [ID] [ID] [I	3. Does to	he offering	permit joir	nt ownership	of a single	unit?	•••••••	•••••••	***************************************	***************************************	*************	\boxtimes		
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Business or Residence Address (Number and Street, City, State, Zip Code) 3070 Bristol Street, Ste. 500, Costa Mesa, CA 92626	Full Nam	ne (Last nan					[]		[]					
Name of Associated Broker or Dealer Direct Capital Securities, Inc.			ce Address	(Number a	nd Street Ci	tv State Zin	Code)							
Direct Capital Securities, Inc.										- 1.				
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Business or Residence Address (Number and Street, City, State, Zip Code) 3201 Sunset Ave., Wanamassa, NJ 07712 Name of Associated Broker or Dealer Nationwide Planning Associates, Inc. States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	Full Nan	ne (Last nar												
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^{*} A smaller amount may be accepted by the company, in its sole discretion.

1. Has the	e issuer solo	d, or does t	he issuer in		o non-accred						Yes	No ⊠
2. What i	is the minim	num invest	ment that w	ill be accepte	ed from any i	ndividual? .				•••••	\$ 924,77	0*
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3. Does t	he offering	permit joir	nt ownership	o of a single	unit?		•••••••	••••••	· · · · · · · · · · · · · · · · · · ·	•••••	\boxtimes	
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Business	or Residen	ce Address	(Number a		ty, State, Zip	Code)						
Name of	Associated incial West	Broker or		·								
States in	Which Pers	son Listed			to Solicit Pu						Па	l States
[AL]	[AK]	[AZ]	[AR]	[ČĀ]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	(ID)
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
	ne (Last nar nston, Kev		individual)									
				nd Street, Ci CA 92618	ty, State, Zip	Code)						
Name of	Associated	Broker or	Dealer				*					
States in	Which Per	son Listed	Has Solicite		to Solicit Pu						———— П AI	1 States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[M]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]		[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

^{3.9} of 9
* A smaller amount may be accepted by the company, in its sole discretion.

											Yes	No	
1. Has the	e issuer solo	t, or does t	he issuer int	end to sell, to	o non-accred	lited investo	rs in this of	fering?				\boxtimes	
				Answer also	in Appendix	x, Column 2	, if filing u	nder ULOE	•				
2. What i	is the minim	num invest	ment that wi	ll be accepte	d from any i	ndividual?		• • • • • • • • • • • • • • • • • • • •	,	•••••	\$ 924,77	'0 *	
												N1-	
3 Does t	he offering	nermit ioir	nt ownershin	of a single i	ınit?						Yes ⊠	No □	
	_	-	_	_							621		
a perso states,	ission or sin on to be liste list the nam	nilar remured is an ass ne of the br	neration for sociated persoker or deal	person who solicitation of son or agent er. If more the offermation for the offermation for the offermation for the offermation of the offermation	of purchasers of a broker of nan five (5) p	in connection dealer regions to be	on with sale istered with e listed are	es of securi	ties in the o	ffering. If state or	·		
Full Nam	e (Last nam	e first, is in	ndividual)										
	s, Bobby			····									
				d Street, Cit MT 59047	y, State, Zip	Code)			<u>. </u>				
	Associated	Broker or	Dealer						-				
	gra, LLC					<u> </u>							
				i or intends t States)							Па	l States	
,	(Check "All States" or check individual States) [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA]												
[AL]	[AK] [IN]	[AZ] [IA]	[KS]	[KY]	[CO] [LA]	[CT] [ME]	[MD]	[DC] [MA]	[FL] [MI]	[GA] [MN]	[HI] [MS]	[ID] [MO]	
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]	
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]	
	ne (Last nam g, William		ndividual)	·						<u> </u>			
			(Number at	nd Street, Cit	y, State, Zip	Code)							
2170	Satellite l	Blvd., Ste	175, Dulu	th, GA 3009	97								
	Associated		Dealer										
	d Advisors						-						
				d or Intends: States)			••••••	•••••		•••••	□ Al	l States	
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]		$[\overline{GA}]$	[HI]	[ID]	
[IL]	[IN]	[lA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]	
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]	
[RI]	[SC]	[SD]	[TN]	[XT]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]	
	ne (Last nar Donnell, D		individual)								<u> </u>		
			s (Number a a Beach, C	nd Street, Ci	ty, State, Zip	Code)							
	Associated												
	ional Planr			_									
				d or Intends l States)							☐ Al	l States	
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]	
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[6/1] [MN]	[MS]	[MO]	
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]	
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[W]	[WY]	[PR]	
					 								

^{*} A smaller amount may be accepted by the company, in its sole discretion.

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS 1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged Aggregate Amount Already Type of Security Offering Price Sold Debt Equity \$ -0-☐ Common ☐ Preferred Convertible Securities (including warrants)..... Partnership Interests.....\$ -0--0-Other (Specify Undivided tenant-in-common interests in real estate) \$ 33,628,000 \$ 31,181,245.01 Total..... \$ 33,628,000 \$ 31,181,245.01 Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Dollar Amount Number Investors of Purchases Accredited Investors \$ 31,181,245.01 Non-accredited Investors -0-Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of Dollar Amount Type of Offering Security Sold Rule 505 Regulation A. Rule 504 \$ Total 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees ⊠ \$-0-Printing and Engraving Costs \boxtimes \$ -0-Legal Fees \$ 1,345,455 Accounting Fees \boxtimes \$ -0-**S** -0-Engineering Fees Sales Commission (specify finders' fees separately)..... \$ 2,354,545 Other Expenses (identify) \$ -0-Total \$3,700,000

	C. OFFERRIGING	, HOMBER OF INVESTORS, EXTERISES AND USI		
b.	and total expenses furnished in response t	te offering price given in response to Part C – Que to Part C – Question 4.a. This difference is the "ad	justed	\$ 29,928,000
5.	each of the purposes shown. If the amoun	I proceeds to the issuer used or proposed to be use at for any purpose is not known, furnish an estimat the total of the payments listed must equal the adj esponse to Part C – Question 4.b above.	e and	·
			Payments to Officers, Directors & Affiliates	Payments To Others
	Salaries and fees		. 🛛 <u>\$0</u>	⋈ \$0
	Purchase of real estate		. 🖾 \$0	\$ 26,200,000
	Purchase, rental or leasing and install	lation of machinery and equipment	. 🛛 🕏 .	⊠ \$0
	•	lings and facilities		⊠ \$0
	offering that may be used in exchang	uding the value of securities involved in this e for the assets or securities of another issuer	. 🛛 💲 0	⊠ \$0
	Repayment of indebtedness		. 🛛 💲 0	□ \$0
	Working capital		. 🛛 💲 0	\$ 1,000,000
	Other (specify): Real Estate Acquisit	ion Expenses	. X \$1,770,000	\$ 958,000
	Column Totals			\$28,158,000
	Total Payments Listed (column totals	s added)	. ⊠ <u>\$2</u>	29,928,000
	· · · · · · · · · · · · · · · · · · ·	D. FEDERAL SIGNATURE		
fol	lowing signature constitutes an undertaking	gned by the undersigned duly authorized person. g by the issuer to furnish to the U.S. Securities and by the issuer to any non-accredited investor pursu	l Exchange Commissi	on, upon written
Iss	uer (Print or Type)	Sighature	Date	
US	A 615 North 48th Street, LLC	lls/		
Na	me of Signer (Print or Type)	Title of Signer (Print or Type)		
Ke	vin S. Fitzgerald	Board Director, CB Richard Ellis Investors/U.S. 615 North 48th Street, LLC	Advisor, LLC as the	Member of USA

-ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. STATE SIGNATURE		
	bed in 17 CFR 230.262 presently subject to any of the disqualification provisions	Yes . □	No
	See Appendix, Column 5, for state response.		
	ssuer hereby undertakes to furnish to any state administrator of any state in which this notice i 239.500) at such times as required by state law.	s filed, a no	otice on
3. The undersigned is	issuer hereby undertakes to furnish to the state administrators, upon written request, informa	tion furnis	hed by the

4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date		
USA 615 North 48th Street, LLC	lls			
Name of Signer (Print or Type)	Title of Signer (Print or Type)			
Kevin S. Fitzgerald	Board Director, CB Richard Ellis Investors/U.S. Advisor, LLC as the Member of USA 615 North 48th Street, LLC			

Instruction:

issuer to offerees.

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	to non-actinvestors	Type of security and aggregate offering price Type of investor and stors in State offered in state amount purchased in State					5 Disqualification under State ULOE (if yes, attach explanation of waiver granted)		
	(Part B-	Item 1)	(Part C-Item 1)	Number of	(Part	C-Item 2) Number of		(Part E-Item 1)	
State	Yes	No		Accredited Investors	Amount	Non-Accredited Investors	Amount	Yes	No
AL				, 05,075		micoloris	T. MOUNT		
AK									
AZ		⊠	Limited Liability Company interests in real estate - \$33,628,000	3	\$2,589,075	0	N/A		⊠
AR									
CA		×	Limited Liability Company interests in real estate - \$33,628,000	10	\$9,189,800.01	0	N/A		Ø
СО		×	Limited Liability Company interests in real estate - \$33,628,000	4	\$2,828,020	0	N/A		Ø
СТ									
DE									
DC									
FL		⊠	Limited Liability Company interests in real estate - \$33,628,000	4	\$3,543,120	0	N/A		⊠
GA		⊠	Limited Liability Company interests in real estate - \$33,628,000	i	\$240,000	0	N/A		⊠
HI									
ID		⊠	Limited Liability Company interests in real estate - \$33,628,000	1	\$1,008,840	0	N/A		⊠
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD									

APPENDIX

1	Intend to non-ac investors (Part B-	to sell ccredited in State	Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)			5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
MA								а	
MI		⊠	Limited Liability Company interests in real estate - \$33,628,000	2	\$1,008,840	0	N/A	۵	⊠
MN									
MS									
МО									
МТ									
NE									
NV								a	
NH									
NJ		⊠	Limited Liability Company interests in real estate - \$33,628,000	2	\$2,017,680	0	N/A		⊠
NM									
NY		Ø	Limited Liability Company interests in real estate - \$33,628,000	4	\$3,577,450	0	N/A	0	Ø
NC									
ND									
ОН									
ОК									
OR			Limited Liability Company interests in real estate - \$33,628,000	1	\$1,849,540	0	N/A		
PA									
RI									
SC		Ø	Limited Liability Company interests in real estate - \$33,628,000	1	\$1,100,790	0	N/A	0	Ø
SD									

TN	⊠	Limited Liability Company interests in real estate -	1	\$735,000	0	N/A	⊠
		\$33,628,000					
TX	Ø	Limited Liability Company interests in real estate - \$33,628,000					⊠
TU	⊠	Limited Liability Company interests in real estate - \$33,628,000	1	\$840,770	0	N/A	⊠
VT							
VA							
WA	⊠	Limited Liability Company interests in real estate - \$33,628,000	1	\$652,320	0	N/A	⊠
WV							
WI							
WY							
PR							